$\mathbf{h}_{\mathcal{C}}$  (Thrice Amended) A compound of Formula (I):

$$Q \xrightarrow{Q} R^5 R^{5a} R^6 \xrightarrow{A} Q$$

$$R^3 R^{3a} O$$

$$(I)$$

or a pharmaceutically acceptable salt thereof, wherein:

A is O or S;

Q is  $-NR^1R^2$ ;

 $R^1$  is selected from: \H and  $C_1$ - $C_6$  alkyl;

 $R^2$  is independently selected from H and  $C_1$ - $C_6$  alkyl;

 $R^3$  is  $-(CR^7R^{7a})_n-R^4$ ,

 $-(CR^7R^{7a})_n-S-(CR^7R^{7a})_m$ 

 $-(CR^7R^{7a})_n-O-(CR^7R^{7a})_m-R^4$ ,

 $-(CR^7R^{7a})_n-N(R^{7b})-(CR^7R^{7a})_m-R^4$ ,

 $-(CR^7R^{7a})_n-S(=0)-(CR^7R^{7a})_m-R^4$ ,

 $-(CR^7R^{7a})_n-S(=0)_2-(CR^7R^{7a})_m-R^4$ 

 $-(CR^7R^{7a})_n-C(=0)-(CR^7R^{7a})_m-R^4$ ,

 $-(CR^{7}R^{7a})_{n}-N(R^{7b})C(=0)-(CR^{7}R^{7a})_{m}-R^{4}$ 

 $-(CR^7R^{7a})_n-C(=0)N(R^{7b})-(CR^7R^{7a})_m-R^4$ ,

 $-(CR^{7}R^{7a})_{n}-N(R^{7b})S(=0)_{2}-(CR^{7}R^{7a})_{m}-R^{4}$ , or

 $-(CR^7R^{7a})_n-S(=0)_2N(R^{7b})-(CR^7R^{7a})_n-R^4;$ 

n is 0, 1, 2, or 3;

m is 0, 1, 2, or 3;

 $\mathbb{R}^{3a}$  is H, OH,  $C_1$ - $C_4$  alkyl,  $C_1$ - $C_4$  alkoxy,  $C_2$ - $C_4$  alkenyl or  $C_2$ - $C_4$  alkenyloxy;

 $R^4$  is H, OH,  $OR^{14a}$ ,

 $C_{1}-C_{6}$  alkyl substituted with 0-3  $R^{4a}$ ,

 $C_2$   $C_6$  alkenyl substituted with 0-3  $R^{4a}$ ,

 $C_2$ - $C_6$  alkynyl substituted with 0-3  $R^{4a}$ ,

 $C_3-C_1$  carbocycle substituted with 0-3  $R^{4b}$ ,

 $C_6-C_{10}$  aryl substituted with 0-3 R<sup>4b</sup>, or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur wherein said 5 to 10 membered heterocycle is substituted with 0-3 R4b;

 $R^{4a},$  at each occurrence, is independently selected from H, F, Cl, Br,  $\slash\hspace{-0.4em} \text{I},$  CF3,

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,

 $C_6-C_{10}$  aryl substituted with 0-3  $R^{4b}$ , or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R4b;

 $R^{4b}$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=0)CH<sub>3</sub>, S(=0)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl,

 $C_1-C_6$  alkyl,  $C_1-C_4$  alkoxy,  $C_1-C_4$  haloalkyl,  $C_1-C_4$  haloalkoxy, and  $C_1-C_4$  haloalkyl-S-;

 $R^5$  is H,  $OR^{14}$ ;

 $C_1-C_6$  alkyl substituted with 0-3  $R^{5b}$ ;

 $C_1-C_6$  alkoxy substituted with 0-3  $R^{5b}$ ;

 $C_2-C_6$  alkenyl substituted with 0-3  $R^{5b}$ ;

 $C_2$ - $C_6$  alkynyl substituted with 0-3  $R^{5b}$ ;

 $C_3-C_{10}$  carbocycle substituted with 0-3  $R^{5c}$ ;

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>5c</sup>; or

5 to 10 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 10 membered heterocycle
is substituted with 0-3 R<sup>5c</sup>;

 $R^{5a}$  is H, OH,  $C_1$ - $C_4$  alkyl,  $C_1$ - $C_4$  alkoxy,  $C_2$ - $C_4$  alkenyl, or  $C_2$ - $C_4$  alkenyloxy;

 $R^{5b}$ , at each occurrence, is independently selected from: H,  $C_1$ - $C_6$  alkyl,  $CF_3$ ,  $OR^{14}$ , Cl, F, Br, I, =0, CN,  $NO_2$ ,  $NR^{15}R^{16}$ ;

 $C_3-C_{10}$  carbocycle substituted with 0-3  $R^{5c}$ ;

 $C_6-C_{10}$  aryl substituted with 0-3  $R^{5c}$ ; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>5c</sup>;

 ${\rm R}^{\rm 5c},$  at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=0)CH<sub>3</sub>, S(=0)<sub>2</sub>CH<sub>3</sub>,  ${\rm C}_{1}\text{-C}_{6} \text{ alkyl}, C_{1}\text{-C}_{4} \text{ alkoxy}, C_{1}\text{-C}_{4} \text{ haloalkyl}, \\ {\rm C}_{1}\text{-C}_{4} \text{ haloalkoxy}, \text{ and } {\rm C}_{1}\text{-C}_{4} \text{ haloalkyl}\text{-S}\text{-};$ 

 $C_1$ - $C_6$  alkyl substituted with 0-3  $R^{6a}$ ;  $C_3$ - $C_{10}$  carbocycle substituted with 0-3  $R^{6b}$ ; or  $C_6$ - $C_{10}$  aryl substituted with 0-3  $R^{6b}$ ;

 $R^{6a}$ , at each occurrence, is independently selected from H,  $C_1$ - $C_6$  alkyl,  $OR^{14}$ , Cl, F, Br, I, =0, CN,  $NO_2$ ,  $NR^{15}R^{16}$ , aryl or  $CF_3$ ;

at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl,  $C_1$ -C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

 $R^7$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN,  $NO_2$ ,  $CF_3$ , phenyl and  $C_1$ - $C_4$  alkyl;

 $R^{7a}$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, and C<sub>1</sub>-C<sub>4</sub> alkyl;

 $R^{7b}$  is independently selected from H and  $C_1$ - $C_4$  alkyl;

Ring B is a 7 membered lactam or thiolactam,
wherein the lactam is 2-oxo-azepinyl or thiolactam is
2-thioxo-azepinyl;

wherein each additional lactam carbon or thiolactam carbon is substituted with 0-2 R<sup>11</sup>; provided two R<sup>11</sup> substituents are present on adjacent atoms and are combined to form a benzo fused radical; wherein said benzo fused radical is substituted with 0-4 R<sup>13</sup>;

and,

wherein the lactam or thiolactam contains a heteroatom selected from -N=, -NH-, and  $-N(R^{10})-$ ;

 $R^{10}$  is H,  $C(=0)R^{17}$ ,  $C(=0)OR^{17}$ ,  $C(=0)NR^{18}R^{19}$ ,  $S(=0)_2NR^{18}R^{19}$ ,  $S(=0)_2R^{17}$ ;

 $C_1-C_6$  alkyl optionally substituted with 0-3  $R^{10a}$ ;

 $C_6-C_{10}$  aryl substituted with 0-4  $R^{10}$ 

 $C_3-C_{10}$  carbocycle substituted with  $0-3\ R^{10b}$ ; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>10b</sup>;

56

- R<sup>10a</sup> at each occurrence, is independently selected from H,  $C_1$ - $C_6$  alkyl,  $OR^{14}$ , Cl, F, Br, I, =0, CR,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $CF_3$ , or aryl substituted with 0-4  $R^{10b}$ ;
- $R^{10b}$ , at each occurrence, is independently selected from H, OH,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_4$  alkoxy, Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ ,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_4$  alkoxy,  $C_1$ - $C_4$  haloalkyl,  $C_1$ - $C_4$  haloalkyl-S-;
- R<sup>11</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>18</sup>R<sup>19</sup>, C(=0)R<sup>17</sup>, C(=0)OR<sup>17</sup>, C(=0)NR<sup>18</sup>R<sup>19</sup>, S(=0)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, CF<sub>3</sub>; C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-3 R<sup>11a</sup>; C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>11b</sup>; C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>11b</sup>; or 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>11b</sup>;
- $R^{11a}$ , at each occurrence, is independently selected from H,  $C_1$ - $C_6$  alkyl,  $OR^{14}$ , Cl, F, Br, I, =0, CN,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $CF_3$ ; phenyl substituted with 0-3  $R^{11b}$ ;  $C_3$ - $C_6$  cycloalkyl substituted with 0-3  $R^{11b}$ ; and 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3  $R^{11b}$ ;
- R<sup>11b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=0)CH<sub>3</sub>, S(=0) $_2$ CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl,

 $C_1-C_4$  haloalkoxy, and  $C_1-C_4$  haloalkyl-S-;

Z is H;

 $C_1-C_0$  alkyl substituted with 1-3  $R^{12}$ ;

 $C_2-C_4$  alkenyl substituted with 1-3  $R^{12}$ ;

 $C_2-C_4$  alkynyl substituted with 1-3  $R^{12}$ ;

 $C_1-C_8$  alkyl substituted with 0-3  $R^{12a}$ ;

C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 0-3 R<sup>12a</sup>;

 $C_2-C_4$  alkywyl substituted with 0-3  $R^{12a}$ ;

 $C_6-C_{10}$  aryl\substituted with 0-4 R<sup>12b</sup>;

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>12b</sup>;

R<sup>12</sup>, at each occurrence is independently selected from C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>; C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-8 R<sup>12b</sup>;

 $R^{12a}$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN,  $NO_2$   $NR^{15}R^{16}$ , -C(=0) $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ , S(=0) $CH_3$ , S(=0) $_2CH_3$ ,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_4$  alkoxy,  $C_1$ - $C_4$  haloalkyl,  $C_1$ - $C_4$  haloalkoxy, or  $C_1$ - $C_4$  haloalkyl-S-;

 $R^{12b}$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ ,  $C_1-C_6$  alkyl,  $C_1-C_4$  alkoxy,  $C_1-C_4$  haloalkyl,  $C_1-C_4$  haloalkoxy, and  $C_1-C_4$  haloalkyl- $S-C_4$ 

- R<sup>13</sup> at each occurrence, is independently selected from H, OH,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_4$  alkoxy, Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{15}R^{16}$ , and  $CF_3$ ;
- $R^{14}$  is H, phenyl, benzyl,  $C_1$ - $C_6$  alkyl,  $C_2$ - $C_6$  alkoxyalkyl, or  $C_3$ - $C_6$  cycloalkyl;
- $R^{14a}$  is H, pheryl, benzyl, or  $C_1$ - $C_4$  alkyl;
- $R^{15}$ , at each occurrence, is independently selected from H,  $C_1$ - $C_6$  alkyl, benzyl, phenethyl,  $(C_1$ - $C_6$  alkyl)-C(=0)-, and  $(C_1$ - $C_6$  alkyl)-S(=0)<sub>2</sub>-;
- $R^{16}$ , at each occurrence, is independently selected from H, OH,  $C_1$ - $C_6$  alkyl, benzyl, phenethyl,  $(C_1$ - $C_6$  alkyl)-C(=0)-, and  $(C_1$ - $C_6$  alkyl)-S(=0)<sub>2</sub>-;
- $R^{17}$  is H,  $C_1$ - $C_6$  alkyl,  $C_2$ - $C_6$  alkoxyalkyl, aryl substituted by 0-4  $R^{17a}$ , or -CH<sub>2</sub>-aryl substituted by 0-4  $R^{17a}$ ;
- $R^{17a}$  is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF<sub>3</sub>, OCF<sub>3</sub>, SCH<sub>3</sub>, S(O)CH<sub>3</sub>, SO<sub>2</sub>CH<sub>3</sub>, -NH<sub>2</sub>, -N(CH<sub>3</sub>)<sub>2</sub>, or C<sub>1</sub>-C<sub>4</sub> haloalkyl;
- $R^{18}$ , at each occurrence, is independently selected from H,  $C_1$ - $C_6$  alkyl, phenyl, benzyl, phenythyl,  $(C_1$ - $C_6$  alkyl)-C(=0)-, and  $(C_1$ - $C_6$  alkyl)- $S(=0)_2$ -; and
- R<sup>19</sup>, at each occurrence, is independently selected from H, OH,  $C_1$ - $C_6$  alkyl, phenyl, benzyl, phenethyl,  $(C_1$ - $C_6$  alkyl)-C(=0)-, and  $(C_1$ - $C_6$  alkyl)- $S(=0)_2$ -;
- provided, when R<sup>13</sup> is H,

El Sub Di

di Sub then Z is H;  $C_4-C_8 \text{ alkyl substituted with } 1-3 \text{ R}^{12};$   $C_2-C_4 \text{ alkenyl substituted with } 1-3 \text{ R}^{12};$   $C_2-C_4 \text{ alkynyl substituted with } 1-3 \text{ R}^{12};$   $C_1-C_8 \text{ alkyl substituted with } 0-3 \text{ R}^{12a};$   $C_2-C_4 \text{ alkenyl substituted with } 0-3 \text{ R}^{12a}; \text{ or }$   $C_2-C_4 \text{ alkynyl substituted with } 0-3 \text{ R}^{12a}; \text{ and }$ 

provided, when ring B is a 1,3,4,5-tetrahydro-1-(Z)-5-(R<sup>10</sup>)-6,6,7,7-tetra(R<sup>11</sup>)-2,4-dioxo-2H-1,5-diazepin-3-yl core, and  $R^{13}$  is H; then

 $R^{10}$  is H,  $C(=0)R^{17}$ ,  $C(=0)OR^{17}$ ,  $C(=0)NR^{18}R^{19}$ ,  $S(=0)_2NR^{18}R^{19}$ ,  $S(=0)_2R^{17}$ ; or  $C_1-C_6$  alkyl optionally substituted with 0-3  $R^{10a}$ ;

 $\rm R^{10a},$  at each occurrence, is independently selected from H, C1-C6 alkyl, OR  $^{14}$ , Cl, F, Br, I, =0, CN, NO2, NR  $^{15}\rm R^{16},$  and CF3.

QZ b 2.(Amended) A compound, according to Claim 1, of Formula (Ia)

or a pharmaceutically acceptable salt thereof, wherein:

Z is H:

 $C_1-C_8$  alkyl substituted with 0-3  $R^{12a}$ ;  $C_2-C_4$  alkenyl substituted with 0-3  $R^{12a}$ ; or

 $\mathfrak{C}_2 ext{-C}_4$  alkynyl substituted with 0-3  $\mathfrak{R}^{12a}$ .

(Amended) A compound according to Claim 2 of Formula (Ia)

$$\begin{array}{c|c}
O & R^5 & R^{5a} & R^6 \\
H_2 N & R^3 & O & B & A
\end{array}$$

or a pharmaceutically acceptable salt thereof,

 $R^{3} \text{ is } -(CR^{7}R^{7a})_{n}-R^{4},$   $-(CR^{7}R^{7a})_{n}-S-(CR^{7}R^{7a})_{m}-R^{4},$   $-(CR^{7}R^{7a})_{n}-O-(CR^{7}R^{7a})_{m}-R^{4},$   $-(CR^{7}R^{7a})_{n}-O-(CR^{7}R^{7a})_{m}-R^{4},$   $-(CR^{7}R^{7a})_{n}-M^{7}-C$  $-(CR^{7}R^{7a})_{n}-O-(CR^{7}R^{7a})_{m}-R^{4}$ , or  $-(CR^{7}R^{7a})_{n}-N(R^{7b})$   $+(CR^{7}R^{7a})_{m}-R^{4}$ ;

n is 0, 1, or 2;

m is 0, 1, or 2;

 ${\tt R}^{3a}$  is H, OH, methyl, ethy ${\cline{1}}$ , propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

 $R^4$  is H, OH,  $OR^{14a}$ ,

 $C_1-C_6$  alkyl substituted with 0-3  $R^{4a}$ ,

 $C_2-C_6$  alkenyl substituted with 0-3  $R^{4a}$ ,

 $C_2-C_6$  alkynyl substituted with 0-3  $R^{4a}$ ,

 $C_3-C_{10}$  carbocycle substituted with 0-3  $R^{4b}$ ,

 $C_6-C_{10}$  aryl substituted with  $\setminus 0-3$  R<sup>4b</sup>, or

5 to 10 membered heterocycle\containing 1 to 4 heteroatoms selected from hitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R4b;

R4a, at each occurrence, is independently selected from H, F, Cl, Br, I, CF<sub>3</sub>,

C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,

C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>4b</sup>, or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>4b</sup>;

 $R^{4b}$ , at each occurrence, is independently selected from H, OH, Cl, P, Br, I, CN,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ ,  $C_1-C_6$  alkyl,  $C_1-C_4$  alkoxy,  $C_1-C_4$  haloalkyl, and  $C_1-C_4$  haloalkoxy;

 $R^5$  is H,  $OR^{14}$ ;

 $C_1-C_6$  alkyl substituted with 0-3  $R^{5b}$ ;

 $C_1-C_6$  alkoxy substituted with 0-3  $R^{5b}$ ;

 $C_2$ - $C_6$  alkenyl substituted with 0-3  $R^{5b}$ ;

 $C_2$ - $C_6$  alkynyl substituted with 0-3  $R^{5b}$ ;

 $C_3-C_{10}$  carbocycle substituted with 0-3  $R^{5c}$ ;

 $C_6-C_{10}$  aryl substituted with 0-3  $R^{5c}$ ; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with  $0-3\ R^{5c}$ ;

 $R^{5a}$  is H or  $C_1$ - $C_4$  alkyl;

 $R^{5b}$ , at each occurrence, is independently selected from: H,  $C_1$ - $C_6$  alkyl,  $CF_3$ ,  $OR^{14}$ , Cl, F Br, I, =0, CN,  $NO_2$ ,  $NR^{15}R^{16}$ .

 $C_3-C_{10}$  carbocycle substituted with 0-3  $R^{5c}$ ;

 $C_6-C_{10}$  aryl substituted with 0-3  $R^{5}$  or

80h 80h

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R5c;

 $R^{5c}$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ ,  $C_1-C_6$  alkyl,  $C_1-C_4$  alkoxy,  $C_1-C_4$  haloalkyl, and  $C_1-C_4$  haloalkoxy;

R<sup>6</sup> is H, methyl, or ethyl;

 $R^7$ , at each occurrence is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, phenyl and C<sub>1</sub>-C<sub>4</sub> alkyl;

 $R^{7a}$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, and C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>7b</sup> is independently selected from H, methyl, ethyl, propyl, and butyl;

Ring B is selected from

R<sup>10</sup> is H, C(=0)R<sup>17</sup>, C(=0)OR<sup>17</sup>, C(=0)NR<sup>18</sup>R<sup>19</sup>,  $S(=0)_{2}NR^{18}R^{19}, S(=0)_{2}R^{17};$   $C_{1}-C_{6} \text{ alkyl optionally substituted with } 0-2 R^{10a};$   $C_{6}-C_{10} \text{ aryl substituted with } 0-4 R^{10b};$   $C_{3}-C_{10} \text{ carbocycle substituted with } 0-3 R^{10b};$  or

Sub Sub

- to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>10b</sup>;
- $R^{10a}$ , at each occurrence, is independently selected from H,  $C_1$ - $C_6$  alkyl,  $OR^{14}$ , Cl, F, Br, I, =0, CN,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $CF_3$ , or phenyl substituted with 0-4  $R^{10b}$ ;
- $R^{10b}$ , at each occurrence, is independently selected from H, OH,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_4$  alkoxy, Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{15}R^{16}$ , or  $CR_3$ ;
- R<sup>11</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>18</sup>R<sup>19</sup>, C(=0)R<sup>17</sup>, C(=0)OR<sup>17</sup>, C(=0)NR<sup>18</sup>R<sup>19</sup>, S(=0)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, CF<sub>3</sub>; C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-3 R<sup>11a</sup>; C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>11b</sup>; C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>11b</sup>; or 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>11b</sup>;
- $R^{11a}$ , at each occurrence, is independently selected from H,  $C_1$ - $C_6$  alkyl,  $OR^{14}$ , Cl, F, Br, T, =0, CN,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $CF_3$ , or phenyl substituted with 0-3  $R^{11b}$ ;
- R<sup>11b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=0)CH<sub>3</sub>, S(=0)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkxl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy
- Z is H;  $C_{1}\text{--}C_{6} \text{ alkyl substituted with 0-3 } R^{12a};$

 $C_2-C_4$  alkenyl substituted with 0-3  $R^{12a}$ ; or  $C_2-C_4$  alkynyl substituted with 0-3  $R^{12a}$ ;

- $R^{12a}$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ ,  $C_1-C_6$  alkyl,  $C_1-C_4$  haloalkyl, and  $C_1-C_4$  haloalkoxy;
- $R^{13}$ , at each occurrence, is independently selected from H, OH,  $C_1$   $C_6$  alkyl,  $C_1$ - $C_4$  alkoxy, Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{15}R^{16}$ , and  $CF_3$ ;

 $R^{14}$  is H, phenyl, benzyl,  $C_1$ - $C_6$  alkyl, or  $C_2$ - $C_6$  alkoxyalkyl;

R14a is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

- $R^{15}$ , at each occurrence, is independently selected from H,  $C_1$ - $C_6$  alkyl, benzyl, phenethyl,  $(C_1$ - $C_6$  alkyl)-C(=0)-, and  $(C_1$ - $C_6$  alkyl)-S(=0)<sub>2</sub>-;
- $R^{16}$ , at each occurrence, is independently selected from H, OH,  $C_1$ - $C_6$  alkyl, benzyl, phenethyl,  $(C_1$ - $C_6$  alkyl)-C(=0)-, and  $(C_1$ - $C_6$  alkyl)-S(=0)<sub>2</sub>-;
- $R^{17}$  is H,  $C_1$ - $C_6$  alkyl,  $C_2$ - $C_6$  alkoxyalkyl, aryl substituted by 0-4  $R^{17a}$  or  $-CH_2$ -aryl substituted by 0-4  $R^{17a}$ ;
- $R^{17a}$  is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF<sub>3</sub>, OCF<sub>3</sub>, SCH<sub>3</sub>, S(O)CH<sub>3</sub>, SO<sub>2</sub>CH<sub>3</sub>, -NH<sub>2</sub>, -N(CH<sub>3</sub>)<sub>2</sub>, or C<sub>1</sub>-C<sub>4</sub> haloalkyl;
- R<sup>18</sup>, at each occurrence, is independently selected from H,  $C_1$ - $C_6$  alkyl, phenyl, benzyl, phenythyl,  $(C_1$ - $C_6$  alkyl)-C(=0)-, and  $(C_1$ - $C_6$  alkyl)-S(=0)<sub>2</sub>-; and

650b

R<sup>19</sup>, at each occurrence, is independently selected from H, OH,  $C_1$ - $C_6$  alkyl, phenyl, benzyl, phenethyl,  $(C_1$ - $C_6$  alkyl)-C(=O)-, and  $(C_1$ - $C_6$  alkyl)-S(=O)<sub>2</sub>-.

(Twice Amended) A compound according to Claim 3 of Formula (Ia)

or a pharmaceutically acceptable salt thereof, wherein:

 $R^3$  is  $-(CHR^7)_n-R^4$ ,

n is 0 or 1;

R<sup>3a</sup> is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

 ${\bf R}^4$  is H, OH,  ${\bf OR}^{14a}$ ,

 $C_1-C_4$  alkyl substituted with 0-2  $R^{4a}$ ,

 $C_2-C_4$  alkenyl substituted with 0-2  $\mathbb{R}^{4a}$ ,

 $C_2-C_4$  alkynyl substituted with 0-1  $R^{4a}$ ,

 $C_3-C_6$  carbocycle substituted with 0-3  $R^{4b}$ ,

 $C_6-C_{10}$  aryl substituted with 0-3  $\mathbb{R}^{4b}$ , or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R4b;

Sub DI

 $\mathbb{R}^{4a}$ , at each occurrence, is independently selected from H, F, Cl, Br, I, CF3, C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>4b</sup>, phenyl substituted with 0-3 R4b, or heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with  $0-3 R^{4b}$ ;

R<sup>4b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ ,  $C_1-C_4$  alkyl,  $C_1-C_3$  alkoxy,  $C_1-C_2$ haloalkyl, and  $C_1-C_2$  haloalkoxy;

 $R^5$  is H,  $OR^{14}$ ;  $C_1-C_4$  alkyl substituted with 0-3  $R^{5b}$ ;  $C_2-C_4$  alkenyl substituted with 0-3  $R^{5b}$ ;  $C_2-C_4$  alkynyl substituted with 0-3  $R^{5b}$ ;

 $R^{5a}$  is H, methyl, ethyl, propyl, or butyl;

R5b, at each occurrence, is independently selected from: H, methyl, ethyl, propyl, butyl, CF3, OR14, Cl, F, Br, I, =0; $C_3-C_6$  carbocycle substituted with 0-3  $R^{5c}$ ; phenyl substituted with 0-3  $R^{5}$ ; or 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitragen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>5c</sup>;

R<sup>5c</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, \acetyl, SCH<sub>3</sub>,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ ,  $C_1-C_4$  alkyl,  $C_1-C_3$  alkoxy,  $C_1-C_2$ haloalkyl, and  $C_1-C_2$  haloalkoxy;

50b

R<sup>6</sup> is H;

 $\mathbb{R}^7$ , at each occurrence, is independently selected from H,  $\mathbb{F}$ ,  $\mathbb{CF}_3$ , methyl, and ethyl;

Ring B is selected from

 $R^{10}$  is H, C(=0) $R^{17}$ , Q(=0) $OR^{17}$ ;

 $C_1$ - $C_4$  alkyl optionally substituted with 0-1  $R^{10a}$ ; phenyl substituted with 0-4  $R^{10b}$ ;

 $C_3-C_6$  carbocycle substituted with 0-3  $R^{10b}$ ; or

- 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>10b</sup>;
- $R^{10a}$  is selected from H,  $C_1$ - $C_4$  alkyl,  $OR^{14}$ , Cl, F, Br, I, =0, CN,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $CF_3$ , or phenyl substituted with 0-4  $R^{10b}$ ;
- $R^{10b}$ , at each occurrence, is independently selected from H, OH,  $C_1$ - $C_4$  alkyl,  $C_1$ - $C_3$  alkoxy, Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{15}R^{16}$ , or  $CF_3$ ;
- $R^{11}$  is selected from H,  $C_1$ - $C_4$  alkoxy,  $C_1$ ,  $C_2$ ,  $C_3$ ;  $C_4$  alkoxy,  $C_4$ ,  $C_5$ ,  $C_6$ ,

 $C_1-C_6$  alkyl optionally substituted with  $0-3\ R^{11a}$ ;

Sub Sub DI

G6-C10 aryl substituted with 0-3 R<sup>11b</sup>;
C3-C6 carbocycle substituted with 0-3 R<sup>11b</sup>; or
5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle
is substituted with 0-3 R<sup>11b</sup>;

 $R^{11a}$ , at each occurrence, is independently selected from H,  $C_1$ - $C_4$  alkyl,  $OR^{14}$ , F, =0,  $NR^{15}R^{16}$ ,  $CF_3$ , or phenyl substituted with 0-3  $R^{11b}$ ;

 $R^{11b}$ , at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ ,  $C_1$ - $C_4$  alkyl,  $C_1$ - $C_3$  alkoxy,  $C_1$ - $C_2$  haloalkyl, and  $C_1$ - $C_2$  haloalkyr;

Z is H;  $C_1-C_4 \text{ alkyl substituted with } 0-3 \text{ R}^{12a};$   $C_2-C_4 \text{ alkenyl substituted with } 0-3 \text{ R}^{12a}; \text{ or }$   $C_2-C_4 \text{ alkynyl substituted with } 0-3 \text{ R}^{12a};$ 

- $R^{12a}$ , at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ ,  $C_1-C_4$  alkyl,  $C_1-C_5$  alkoxy,  $C_1-C_2$  haloalkyl, and  $C_1-C_2$  haloalkoxy;
- $R^{13}$ , at each occurrence, is independently selected from H, OH,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_4$  alkoxy, Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{15}R^{16}$ , and  $CF_3$ ;
- $R^{14}$  is H, phenyl, benzyl,  $C_1-C_4$  alkyl, or  $C_2-C_4$  alkoxyalkyl;
- $R^{15}$ , at each occurrence, is independently selected from H,  $C_1$ - $C_4$  alkyl, benzyl, phenethyl,  $(C_1$ - $C_4$  alkyl)-C(=0)-, and  $(C_1$ - $C_4$  alkyl)-S(=0)<sub>2</sub>-;

Sub NI

 $R^{16}$ , at each occurrence, is independently selected from M. OH,  $C_1$ - $C_4$  alkyl, benzyl, phenethyl,  $(C_1$ - $C_4$  alkyl)-C(=0)-, and  $(C_1$ - $C_4$  alkyl)-S(=0)<sub>2</sub>-;

R<sup>17</sup> is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl, phenyl substituted by 0-3 R<sup>17a</sup>, or -CH<sub>2</sub>-phenyl substituted by 0-3 R<sup>17a</sup>;

 $R^{17a}$  is H, methyl, methoxy, -OH, F, Cl, CF<sub>3</sub>, or OCF<sub>3</sub>;

R<sup>18</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R<sup>19</sup>, at each occurrence, is independently selected from H, methyl, and ethyl.

6. (Twice Amended) A compound according to Claim 4 of Formula (Ic):

O R<sup>5</sup> H O Z R<sup>13</sup> R<sup>13</sup> R<sup>13</sup>

or a pharmaceutically acceptable salt thereof wherein

 $R^3$  is  $R^4$ .

 $R^4$  is  $C_1-C_4$  alkyl substituted with 0-1  $R^{4a}$ ,  $C_2-C_4$  alkenyl substituted with 0-1  $R^{4a}$ , or

60 b

 $\mathbb{Q}_2$ - $\mathbb{C}_4$  alkynyl substituted with 0-1  $\mathbb{R}^{4a}$ ;

R4a is selected from

 $H, F \subset F_3$ 

 $C_3-C_6$  carbocycle substituted with 0-3  $R^{4b}$ , phenyl substituted with 0-3  $R^{4b}$ , or

- 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R4b; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;
- $R^{4b}$ , at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ , methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,  $C_1-C_2$  haloalkyl, and  $C_1-C_2$  haloalkoxy;
- $R^5$  is  $C_1-C_4$  alkyl substituted with 0-1  $R^{5b}$ ;  $C_2-C_4$  alkenyl substituted with 0-1  $R^{5b}$ ;  $C_2-C_4$  alkynyl substituted with 0-1  $R^{5b}$ ;

R<sup>5b</sup> is selected from:

H, methyl, ethyl, propyl, butyl, CF<sub>8</sub>,  $OR^{14}$ , =0;  $C_3$ - $C_6$  carbocycle substituted with 0-2  $R^{5c}$ ; phenyl substituted with 0-3  $R^{5c}$ ; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>5c</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl,

Subj

thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

 $R^{5c}$ , at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ , methyl, ethyl, propyl, butyl, methoxy, ethoxy,  $R^{5c}$ ,  $R^$ 

Sub

R<sup>11</sup> is selected from H, NR<sup>18</sup>R<sup>19</sup>, CF<sub>3</sub>;

 $C_1-C_4$  alkyl optionally substituted with 0-1  $R^{11a}$ ; phenyl substituted with 0-3  $R^{11b}$ ;

 $C_3$ - $C_6$  carbocycle substituted with 0-3  $R^{11b}$ ; and

- 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>11b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;
- $R^{11a}$  is selected from H,  $C_1-C_4$  alkyl,  $OR^{14}$ , F, =0,  $NR^{15}R^{16}$ ,  $CF_3$ , or phenyl substituted with 0-3  $R^{11b}$ ;
- $R^{11b}$ , at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ , methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,  $C_1$ - $C_2$  haloalkyl, and  $C_1$ - $C_2$  haloalkoxy;
- Z is H;  $C_1-C_4 \text{ alkyl substituted with } 0-3 \text{ R}^{12a};$   $C_2-C_4 \text{ alkenyl substituted with } 0-3 \text{ R}^{12a}; \text{ or }$

C<sub>2</sub>-C<sub>4</sub> alkynyl substituted with 0-3 R<sup>12a</sup>;

- $R^{12a}$ , at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ , methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,  $C_1-C_2$  haloalkyl, and  $C_1-C_2$  haloalkoxy;
- $R^{13}$ , at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN,  $NR^{15}R^{16}$ , and  $CF_3$ ;
- R<sup>14</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;
- R<sup>15</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;
- R<sup>16</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=0)-, ethyl-C(=0)-, methyl-S(=0)<sub>2</sub>-, and ethyl-S(=0)<sub>2</sub>-;
- R<sup>18</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and
- R<sup>19</sup>, at each occurrence, is independently selected from H, methyl, and ethyl.
- 8. (Twice Amended) A compound according to Claim 4 of Formula (Ie):

$$H_2N$$
 $R^5$ 
 $H_2N$ 
 $R^5$ 
 $R^5$ 
 $R^5$ 
 $R^5$ 
 $R^5$ 
 $R^{13}$ 
 $R^{13}$ 
 $R^{13}$ 
 $R^{13}$ 

or a pharmaceutically acceptable salt thereof wherein:

 $R^3$  is  $R^4$ ,

 $R^4$  is  $C_1-C_4$  alkyl substituted with 0-1  $R^{4a}$ ,  $C_2-C_4$  alkenyl substituted with 0-1  $R^{4a}$ , or  $C_2-C_4$  alkynyl substituted with 0-1  $R^{4a}$ ;

 ${\bf R^{4a}}$  is selected from H, F, CF3,

 $C_3-C_6$  carbocycle substituted with 0-3  $R^{4b}$ , phenyl substituted with 0-3  $R^{4b}$ , or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>4b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

 $R^{4b}$ , at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ , methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,  $C_1-C_2$  haloalkyl, and  $C_1-C_2$  haloalkoxy;

23

 $R^5$  is  $C_1 - C_4$  alkyl substituted with 0-1  $R^{5b}$ ;

 $C_2$ - $C_4$  alkenyl substituted with 0-1  $R^{5b}$ ;  $C_2$ - $C_4$  alkynyl substituted with 0-1  $R^{5b}$ ;

## R<sup>5b</sup> is selected from:

H, methyl, ethyl, propyl, butyl,  $CF_3$ ,  $OR^{14}$ , =0;  $C_3$ - $C_6$  carbocycle substituted with 0-2  $R^{5c}$ ; phenyl substituted with 0-3  $R^{5c}$ ; or

- 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>5c</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;
- $R^{5c}$ , at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ , methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,  $C_1-C_2$  haloalkyl, and  $C_1-C_2$  haloalkoxy;
- $R^{10}$  is H,  $C(=0)R^{17}$ ,  $C(=0)OR^{17}$ ;  $C_1-C_4$  alkyl optionally substituted with 0-1  $R^{10a}$ ; phenyl substituted with 0-4  $R^{10b}$ ;  $C_3-C_6$  carbocycle substituted with 0-8  $R^{10b}$ ; or 5 to 6 membered heterocycle containing 1 to 4
  - to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>10b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

- $R^{10a}$  is selected from H, methyl, ethyl, propyl, butyl,  $OR^{14}$ , Cl, F, =0,  $NR^{15}R^{16}$ ,  $CF_3$ , or phenyl substituted with 0-4  $R^{10b}$ ;
- $R^{10b}$ , at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, Cl, F,  $NR^{15}R^{16}$ , and  $CF_3$ ;
- Z is H;  $C_1-C_4 \text{ alkyl substituted with } 0-3 \text{ R}^{12a};$   $C_2-C_4 \text{ alkenyl substituted with } 0-3 \text{ R}^{12a}; \text{ or }$   $C_2-C_4 \text{ alkynyl substituted with } 0-3 \text{ R}^{12a};$
- $R^{12a}$ , at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ , methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,  $C_1-C_2$  haloalkyl, and  $C_1-C_2$  haloalkoxy;
- R<sup>13</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;
- R<sup>14</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;
- R<sup>15</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;
- R<sup>16</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=0)-, ethyl-C(=0)-, methyl-S(=0)<sub>2</sub>-, and ethyl-S(=0)<sub>2</sub>-;
- R<sup>17</sup> is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl,

phenyl substituted by  $0-3~\mathrm{R}^{17a}$ , or  $-\mathrm{CH}_2$ -phenyl substituted by  $0-3~\mathrm{R}^{17a}$ ;

 $R^{17a}$  is H, methyl methoxy, -OH, F, Cl, CF<sub>3</sub>, or OCF<sub>3</sub>;

R<sup>18</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R<sup>19</sup>, at each occurrence, is independently selected from H, methyl, and ethyl.

10. (Thrice Amended) A compound, according to one of Claims 6, 8, or 25 wherein:

 $R^3$  is  $-CH_3$ ,  $-CH_2CH_3$ ,  $-CH_2CH_2CH_3$ ,  $-CH_2CH_2CH_3$ ,

 $-CH(CH_3)_2$ ,  $-CH(CH_3)CH_2CH_3$ ,  $-CH_2CH(CH_3)_2$ ,

 $-CH_2CF_3$ ,  $-CH_2CH_2CF_3$ ,  $-CH_2CH_2CF_3$ ,

 $-CH=CH_2$ ,  $-CH_2$ C $+CH_2$ C $+CH_3$ C

 $-CH_2CH_2CH=CH_2$ ,

cis-CH2CH=CH(CH3)

trans- $CH_2CH=CH(CH_3)$ 

 $-C \equiv CH$ ,  $-CH_2C \equiv CH$ ,  $-CH_2C \equiv C(CH_3)$ ,

cyclopropyl-CH<sub>2</sub>-, cyclobutyl-CH<sub>2</sub>-, cyclopentyl-CH<sub>2</sub>-,

cyclohexyl-CH2-, cyclopkopyl-CH2CH2-,

cyclobutyl-CH<sub>2</sub>CH<sub>2</sub>-, cyclogentyl-CH<sub>2</sub>CH<sub>2</sub>-,

cyclohexyl-CH<sub>2</sub>CH<sub>2</sub>-, phenyl-CH<sub>2</sub>-,

(2-F-phenyl)CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>-, (4-F-phenyl)CH<sub>2</sub>-,

 $(2-Cl-phenyl)CH_2-$ ,  $(3-Cl-phenyl)CH_2-$ ,  $(4-Cl-phenyl)CH_2-$ ,

 $(2,3-diF-phenyl)CH_2-, (2,4-diF-phenyl)CH_2-,$ 

(2,5-diF-phenyl)CH<sub>2</sub>-, (2,6-diF-phenyl)CH<sub>2</sub>-,

(3,4-diF-phenyl)CH<sub>2</sub>-, (3,5-diF-phenyl)CH<sub>2</sub>-,

(2,3-diCl-phenyl)CH<sub>2</sub>-, (2,4-diCl-phenyl)CH<sub>2</sub>-,

(2,5-diCl-phenyl)CH<sub>2</sub>-, (2,6-diCl-phenyl)CH<sub>2</sub>-,

Ke

506

```
(3\sqrt{4}-diCl-pheny1)CH_2-, (3,5-diCl-pheny1)CH_2-,
     (3-F-4-Cl-phenyl)CH<sub>2</sub>-, (3-F-5-Cl-phenyl)CH<sub>2</sub>-,
     (3-C1\4-F-pheny1)CH_2-, pheny1-CH<sub>2</sub>CH<sub>2</sub>-,
     (2-F-pheny1)CH<sub>2</sub>CH<sub>2</sub>-, (3-F-pheny1)CH<sub>2</sub>CH<sub>2</sub>-,
     (4-F-phehyl)CH<sub>2</sub>CH<sub>2</sub>-, (2-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
     (3-C1-pheny1)CH<sub>2</sub>CH<sub>2</sub>-, (4-C1-pheny1)CH<sub>2</sub>CH<sub>2</sub>-,
    (2,3-diF-pheny1)CH<sub>2</sub>CH<sub>2</sub>-, (2,4-diF-pheny1)CH<sub>2</sub>CH<sub>2</sub>-,
    (2,5-diF-phen\chi1)CH<sub>2</sub>CH<sub>2</sub>-, (2,6-diF-pheny1)CH<sub>2</sub>CH<sub>2</sub>-,
    (3,4-diF-pheny\) CH<sub>2</sub>CH<sub>2</sub>-, (3,5-diF-pheny\) CH<sub>2</sub>CH<sub>2</sub>-,
    (2,3-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,4-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
    (2,5-diCl-phenyl) CH_2CH_2-, (2,6-diCl-phenyl) CH_2CH_2-,
    (3, 4-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3, 5-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
    (3-F-4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, or <math>(3-F-5-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
R^5 is -CH_3, -CH_2CH_3, -CH_2CH_2CH_3, -CH(CH_3)_2, -CH_2CH_2CH_3,
    -CH(CH_3)CH_2CH_3, -CH_2CH(CH_3)_2, -CH_2C(CH_3)_3,
    -CH_2CH_2CH_2CH_3, -CH(CH_3)\Delta_{H_2}CH_2CH_3, -CH_2CH(CH_3)CH_2CH_3,
    -CH_2CH_2CH(CH_3)_2, -CH(CH_2CH_3)_2, -CH_2CF_3, -CH_2CF_3,
    -CH_2CH_2CH_2CF_3, -CH_2CH_2CH_2CP_3, -CH=CH_2, -CH_2CH=CH_2,
    -CH=CHCH<sub>3</sub>, cis-CH<sub>2</sub>CH=CH(CH<sub>3</sub>), \ rans-CH<sub>2</sub>CH=CH(CH<sub>3</sub>),
    trans-CH_2CH=CH(C_6H_5), -CH_2CH=C(\dot{C}_{H_3})_2, cis-CH_2CH=CHCH_2CH_3,
    trans-CH<sub>2</sub>CH=CHCH<sub>2</sub>CH<sub>3</sub>, cis-CH<sub>2</sub>CH<sub>2</sub>CN=CH(CH<sub>3</sub>),
    trans-CH_2CH_2CH=CH(CH_3), trans-CH_2CH=CHCH_2(C_6H_5),
    -C \equiv CH, -CH_2C \equiv CH, -CH_2C \equiv C(CH_3), -CH_2 \stackrel{\wedge}{C} \equiv C(C_6H_5),
    -CH_2CH_2C \equiv CH, -CH_2CH_2C \equiv C(CH_3), -CH_2CH_2C \equiv C(C_6H_5),
    cyclopropyl-CH2-, cyclobutyl-CH2-, cyclopentyl-CH2-,
   cyclohexyl-CH<sub>2</sub>-, (2-CH<sub>3</sub>-cyclopropyl)CH<sub>2</sub>-
    (3-CH_3-cyclobutyl)CH_2-
   cyclopropyl-CH<sub>2</sub>CH<sub>2</sub>-, cyclobutyl-CH<sub>2</sub>CH<sub>2</sub>-,
   cyclopentyl-CH<sub>2</sub>CH<sub>2</sub>-, cyclohexyl-CH<sub>2</sub>CH<sub>2</sub>-,
    (2-CH<sub>3</sub>-cyclopropyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-CH<sub>3</sub>-cyclobutyl)CH<sub>2</sub>CH<sub>2</sub>-,
   phenyl-CH<sub>2</sub>-, (2-F-phenyl) CH<sub>2</sub>-, (3-F-phenyl) CH<sub>2</sub>-
    (4-F-phenyl)CH<sub>2</sub>-, furanyl-CH<sub>2</sub>-, thienyl-CH<sub>2</sub>-,
   pyridyl-CH<sub>2</sub>-, 1-imidazolyl-CH<sub>2</sub>-, oxazolyl-CH<sub>2</sub>-,
   isoxazolyl-CH<sub>2</sub>-,
```

```
phenyl-CH_2CH_2-, (2-F-phenyl)CH_2CH_2-, (3-F-phenyl)CH_2CH_2-,
    (4-F-phenyl)CH_2CH_2-, furanyl-CH<sub>2</sub>CH<sub>2</sub>-, thienyl-CH<sub>2</sub>CH<sub>2</sub>-,
   pyridyl-CH<sub>2</sub>CH<sub>2</sub>-, 1-imidazolyl-CH<sub>2</sub>CH<sub>2</sub>-, oxazolyl-CH<sub>2</sub>CH<sub>2</sub>-,
   isoxazolyl-CH2CH2-;
Z is methyl, ethyl, i-propyl, n-propyl, n-butyl, i-butyl,
       s-butyl\ t-butyl, or allyl;
R<sup>10</sup> is H, methyl, ethyl, phenyl, benzyl, phenethyl,
   4-F-phenyl, (4 - F-phenyl) CH_2-, (4-F-phenyl) CH_2CH_2-,
   4-Cl-phenyl, (4-Cl-phenyl)CH<sub>2</sub>-, <math>(4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
   4-CH_3-phenyl, (4-CH_3-phenyl)CH_2-, (4-CH_3-phenyl)CH_2CH_2-,
   4-CF_3-phenyl, (4-CF_3-phenyl)CH<sub>2</sub>-, or
   (4-CF_3-phenyl)CH_2CH_2
\mathbf{R}^{11}, at each occurrence, is independently selected from
   H, methyl, ethyl, phenyl benzyl, phenethyl,
   4-F-phenyl, (4-F-phenyl)CH<sub>2</sub>-, <math>(4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
   3-F-phenyl, (3-F-phenyl)CH_2 - (3-F-phenyl)CH_2CH_2 -,
   2-F-phenyl, (2-F-phenyl)CH_2-, (2-F-phenyl)CH_2CH_2-,
   4-Cl-phenyl, (4-Cl-phenyl)CH<sub>2</sub>-, (4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
   3-Cl-phenyl, (3-Cl-phenyl)CH_2-, (3-Cl-phenyl)CH_2CH_2-,
   4-CH_3-phenyl, (4-CH_3-phenyl)CH_2-, (4-CH_3-phenyl)CH_2CH_2-,
   3-CH_3-phenyl, (3-CH_3-phenyl)CH_2-, (3\CH_3-phenyl)CH_2CH_2-,
   4-CF_3-phenyl, (4-CF_3-phenyl)CH_2-, (4-CF_3-phenyl)CH_2CH_2-,
   pyrid-2-yl, pyrid-3-yl, or pyrid-4-yl, and
R<sup>13</sup>, at each occurrence, is independently selected from
```

11. (Amended) A compound according to Claim 2 selected from:

H, F, C1, OH,  $-CH_3$ ,  $-CH_2CH_3$ ,  $-OCH_3$ , or  $-CF_3$ .

91 51b

Sub DI

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1\3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3\yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methy1-2-oxo-5-pheny1-2H-1,4-benzodiazepin-3-yl]-2-methy1-3-ally1-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-methyl-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-methyl-3-propyl-butanediamide;

(2R) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-methyl-butanediamide;

Sib

(2R,3S) N1-[1,3-dihydro-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamida;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2S,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(4-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3\dihydro-1-methyl-2-oxo-5-(4-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(4-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(pyrid-2-yl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-morpholino)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(dimethylamino)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

5-b 10

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-methyl-N-phenylamino)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-piperidinyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1 3-dihydro-1-methyl-2-oxo-5-(N-homopiperidinyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(3-methoxyphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(pyrid-4-yl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-7-methoxy-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(pyrid-3-yl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3- (cyclopropylmethyl)-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(3-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

5c bj

A

```
(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(3-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(3-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-
```

methylpropy $\mathbb{N}$  -3-allyl-butanediamide;

Sub

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(3-buten-1-yl)-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(cyclopentylethyl)-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(3-buten-1-yl)-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(3-buten-1-yl)-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-)4trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-14-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yll-2-(2-methylpropyl)-3-allyl-butanediamide;

צט נס

H

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpxopyl)-3-allyl-butanediamide;

(2R,3S) N1 (3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-n-butyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-chlorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(3-buten-1-yl)-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-chlorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-n-butyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-N4-[benzyl]-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-methyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-n-butyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(2-methylpropyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

Sub DI

4

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(4-chlorophenyl)-2H-1 4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-ethyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-propyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-(isopropyl)-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3,3-diallyl-butanediamide; and

(2R,3S) N1-[1,3,4,5-tetrahydro-1 5-dimethyl-2,4-dioxo-2H-1,5-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide.

12. (Amended) A compound, according to Claim 1, of Formula (Ia"):

(/) (d)

or a pharmaceutically acceptable salt thereof, wherein:

Z is C<sub>1</sub>-C<sub>8</sub> alkyl substituted with 1-3 R<sup>12</sup>;
C<sub>2</sub>-C<sub>4</sub> alkenyl substituted with 1-3 R<sup>12</sup>;
C<sub>3</sub>-C<sub>4</sub> alkynyl substituted with 1-3 R<sup>12</sup>;
C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;
C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>12b</sup>;

provided, when  $R^{13}$  is H, then Z is  $C_4$ - $C_8$  alkyl substituted with 1-3  $R^{12}$ ;  $C_2$ - $C_4$  alkenyl substituted with 1-3  $R^{12}$ ; or  $C_2$ - $C_4$  alkynyl substituted with 1-3  $R^{12}$ ; and

provided, when ring B is a 1,3,4,5-tetrahydro-1-(Z)-5-(R<sup>10</sup>)-6,6,7,7-tetra(R<sup>1</sup>)-2,4-dioxo-2H-1,5-diazepin-3-yl core, and R<sup>13</sup> is H; then

R<sup>10</sup> is H, C(=0)R<sup>17</sup>, C(=0)QR<sup>17</sup>, C(=0)NR<sup>18</sup>R<sup>19</sup>, S(=0)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, S(=0)<sub>2</sub>R<sup>17</sup>; or C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-3 R<sup>10a</sup>; and

 $R^{10a}$ , at each occurrence, is independently selected from H,  $C_1$ - $C_6$  alkyl,  $OR^{14}$ , Cl, F, Br, I, =0, CN,  $NO_2$ ,  $NR^{15}R^{16}$ , and  $CF_3$ .

13. (Amended) A compound according to Claim 12 of Formula (Ia")

or a pharmaceutically acceptable salt thereof, wherein:

 $R^{3a}$  is H, OH, methyl, ethyabla propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

 $R^4$  is H, OH,  $OR^{14a}$ ,

 $C_1-C_6$  alkyl substituted with 0-3  $R^{4a}$ ,

 $C_2-C_6$  alkenyl substituted with 0-3  $R^{4a}$ ,

 $C_2$ - $C_6$  alkynyl substituted with 0-3  $R^{4a}$ ,

 $C_3-C_{10}$  carbocycle substituted with 0-3  $R^{4b}$ ,

 $C_6-C_{10}$  aryl substituted with  $0-3\ R^{4b}$ , or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>4b</sup>;

R4a, at each occurrence, is independently selected from H, F, Cl, Br, I, CF<sub>3</sub>, C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,

37

n is 0, 1, or 2;

m is 0, 1, or 2;

p3e

> C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>4b</sup>, or 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>4b</sup>;

 $R^{4b}$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ ,  $C_1-C_6$  alkyl,  $C_1-C_4$  alkoxy,  $C_1-C_4$  haloalkyl, and  $C_1-C_4$  haloalkoxy;

 $R^5$  is H,  $OR^{14}$ ;

 $C_1-C_6$  alkyl substituted with 0-3  $R^{5b}$ ;

 $C_1-C_6$  alkoxy substituted with 0-3  $R^{5b}$ ;

 $C_2$ - $C_6$  alkenyl substituted with 0-3  $R^{5b}$ ;

C2-C6 alkynyl substituted with 0-3 R5b;

 $C_3-C_{10}$  carbocycle substituted with 0-3  $R^{5c}$ ;

 $C_6-C_{10}$  aryl substituted with 0-3  $R^{5c}$ ; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>5c</sup>

 $R^{5a}$  is H or  $C_1-C_4$  alkyl;

 $R^{5b}$ , at each occurrence, is independently selected from: H,  $C_1$ - $C_6$  alkyl,  $CF_3$ ,  $OR^{14}$ , Cl, F, Br I, =0, CN,  $NO_2$ ,  $NR^{15}R^{16}$ :

 $C_3-C_{10}$  carbocycle substituted with  $0-3\ R^{5c}$ ;

 $C_6-C_{10}$  aryl substituted with 0-3  $R^{5c}$ ; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>5c</sup>;

Sub,

RSC, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=0)CH<sub>3</sub>, S(=0)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

R<sup>6</sup> is H, methyl, or ethyl;

 $R^7$ , at each occurrence, is independently selected from H, OH, Cl, F Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, phenyl, and C<sub>1</sub>-C<sub>4</sub> alkyl;

 $R^{7a}$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, T, CN,  $NO_2$ ,  $CF_3$ , and  $C_1$ - $C_4$  alkyl;

R<sup>7b</sup> is independently selected from H, methyl, ethyl, propyl, and butyl;

Ring B is selected from

$$R^{13}$$
 $R^{13}$ 
 $R^{13}$ 

 $R^{10}$  is H,  $C(=0)R^{17}$ ,  $C(=0)OR^{17}$ ,  $C(=0)NR^{18}R^{19}$  $S(=0)_2NR^{18}R^{19}$ ,  $S(=0)_2R^{17}$ ;

 $C_1-C_6$  alkyl optionally substituted with  $\sqrt[6]{-2}$   $R^{10a}$ ;

 $C_6-C_{10}$  aryl substituted with 0-4  $R^{10b}$ ;

 $C_3-C_{10}$  carbocycle substituted with 0-3  $R^{10b}$ ; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>10b</sup>;

C7 506 11

- $R^{10a}$ , at each occurrence, is independently selected from H,  $C_1$ - $C_6$  alkyl,  $OR^{14}$ , Cl, F, Br, I, =0, CN,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $CF_3$ , or phenyl substituted with 0-4  $R^{10b}$ ;
- $R^{10b}$ , at each occurrence, is independently selected from H, OH,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_4$  alkoxy, Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{15}R^{16}$  or  $CF_3$ ;
- R<sup>11</sup>, at each occurrence, is independently selected from H, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>18</sup>R<sup>19</sup>, C(=0)R<sup>17</sup>, C(=0)OR<sup>17</sup>, C(=0)NR<sup>18</sup>R<sup>19</sup>, S(=0)<sub>2</sub>NR<sup>18</sup>R<sup>19</sup>, CF<sub>3</sub>; C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with 0-3 R<sup>11a</sup>; C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-3 R<sup>11b</sup>; C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-3 R<sup>11b</sup>; or 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>11b</sup>;
- $R^{11a}$ , at each occurrence, is independently selected from H,  $C_1$ - $C_6$  alkyl,  $OR^{14}$ , Cl, F, Br, I, =0, CN,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $CF_3$ , or phenyl substituted with 0-3  $R^{11b}$ ;
- $R^{11b}$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{15}R^{16}$  CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=0) CH<sub>3</sub>, S(=0) 2CH<sub>3</sub>,  $C_1$ -C<sub>6</sub> alkyl,  $C_1$ -C<sub>4</sub> alkoxy,  $C_1$ -C<sub>4</sub> haloalkyl, and  $C_1$ -C<sub>4</sub> haloalkoxy;
- Z is  $C_1$ - $C_6$  alkyl substituted with 1-3  $R^{12}$ ;  $C_2$ - $C_4$  alkenyl substituted with 1-3  $R^{12}$ ;  $C_2$ - $C_4$  alkynyl substituted with 1-3  $R^{12}$ ;  $C_6$ - $C_{10}$  aryl substituted with 0-4  $R^{12b}$ ;  $C_3$ - $C_{10}$  carbocycle substituted with 0-4  $R^{12b}$ ; or 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and

sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>12b</sup>;

- R<sup>12</sup>, at each occurrence, is independently selected from C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>; C<sub>3</sub>-C<sub>10</sub> carbocycle substituted with 0-4 R<sup>12b</sup>; or 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R<sup>12b</sup>;
- R<sup>12b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO<sub>2</sub>, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=0)CH<sub>3</sub>, S(=0)<sub>2</sub>CH<sub>3</sub>, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, and C<sub>1</sub>-C<sub>4</sub> haloalkoxy;
- $R^{13}$ , at each occurrence, is independently selected from H, OH,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_4$  alkoxy, Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{15}R^{16}$ , and  $CF_3$ ;
- $R^{14}$  is H, phenyl, benzyl,  $C_1-C_6$  akyl, or  $C_2-C_6$  alkoxyalkyl;
- R<sup>14a</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;
- $R^{15}$ , at each occurrence, is independently selected from H,  $C_1$ - $C_6$  alkyl, benzyl, phenethyl,  $(C_1$ - $C_6$  alkyl)-C(=O)-, and  $(C_1$ - $C_6$  alkyl)-S(=O)<sub>2</sub>-;
- $R^{16}$ , at each occurrence, is independently selected from H, OH,  $C_1$ - $C_6$  alkyl, benzyl, phenethyl,  $(C_1$ - $C_6$  alkyl)-C(=0)-, and  $(C_1$ - $C_6$  alkyl)-S(=0)<sub>2</sub>-;
- $R^{17}$  is H,  $C_1$ - $C_6$  alkyl,  $C_2$ - $C_6$  alkoxyalkyl, aryl substituted by 0-4  $R^{17a}$ , or -CH<sub>2</sub>-aryl substituted by 0-4  $R^{17a}$ ;

Sub

R<sup>17</sup> is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF<sub>3</sub>, OCF<sub>3</sub>, SCH<sub>3</sub>, S(O)CH<sub>3</sub>,  $SO_2$ CH<sub>3</sub>, -NH<sub>2</sub>, -N(CH<sub>3</sub>)<sub>2</sub>, or C<sub>1</sub>-C<sub>4</sub> haloalkyl;

R<sup>18</sup>, at each occurrence, is independently selected from H,  $C_1$ - $C_6$  alkyl, phenyl, benzyl, phenethyl,  $(C_1$ - $C_6$  alkyl)-C(=0)-, and  $(C_1$ - $C_6$  alkyl)-S(=0)<sub>2</sub>-; and

 $R^{19}$ , at each occurrence, is independently selected from H, OH,  $C_1$ - $C_6$  alkyl, phenyl, benzyl, phenethyl,  $(C_1$ - $C_6$  alkyl)-C(=0)-, and  $(C_1$ - $C_6$  alkyl)-S(=0)<sub>2</sub>-;

provided, when  $R^{13}$  is H, then Z is  $C_4-C_6$  alkyl substituted with 1-3  $R^{12}$ ;  $C_2-C_4$  alkenyl substituted with 1-3  $R^{12}$ ; or  $C_2-C_4$  alkynyl substituted with 1-3  $R^{12}$ .

14. (Amended) A compound according to Claim 13 of Formula (Ia")

or a pharmaceutically acceptable salt thereof, wherein:

 $R^3$  is  $-(CHR^7)_n-R^4$ ,

n is 0 or 1;

SS SS

R<sup>3a</sup> is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

 $R^4$  is H OH,  $OR^{14a}$ ,

 $C_1 - C_4$  alkyl substituted with 0-2 R<sup>4a</sup>,

 $C_2-C_4$  alkenyl substituted with 0-2  $R^{4a}$ ,

C2-C4 alkynyl substituted with 0-1 R4a,

 $C_3-C_6$  carbocycle substituted with 0-3  $R^{4b}$ ,

 $C_6-C_{10}$  aryl substituted with 0-3  $R^{4b}$ , or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>4b</sup>;

R<sup>4a</sup>, at each occurrence, is independently selected from H, F, Cl, Br, I, CF<sub>3</sub>.

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>4b</sup>, phenyl substituted with 0-3 R<sup>4b</sup>, or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>4b</sup>;

 $R^{4b}$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ ,  $C_1-C_4$  alkyl,  $C_1-C_3$  alkoxy,  $C_1-C_2$  haloalkyl, and  $C_1-C_2$  haloalkoxy;

 $R^5$  is H,  $OR^{14}$ ;  $C_1-C_4$  alkyl substituted with 0-3  $R^{5b}$ ;  $C_2-C_4$  alkenyl substituted with 0-3  $R^{5b}$ ;  $C_2-C_4$  alkynyl substituted with 0-3  $R^{5b}$ ;

 $R^{5a}$  is H, methyl, ethyl, propyl, or butyl;

Sub Di

R<sup>5b</sup>, at each occurrence, is independently selected from:

N, methyl, ethyl, propyl, butyl, CF<sub>3</sub>, OR<sup>14</sup>, Cl, F, Br,

I, =0;

C<sub>3</sub>-C<sub>5</sub> carbocycle substituted with 0-3 R<sup>5c</sup>;

phenyl substituted with 0-3 R<sup>5c</sup>; or

5 to 6 membered heterocycle containing 1 to 4

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>5c</sup>;

 $R^{5c}$ , at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ ,  $C_1-C_4$  alkyl,  $C_1-C_3$  alkoxy,  $C_1-C_2$  haloalkyl, and  $C_1-C_2$  haloalkoxy;

 $R^6$  is H;

 $\mathbb{R}^7$ , at each occurrence, is independently selected from H, F,  $\mathbb{CF}_3$ , methyl, and ethyl;

Ring B is selected from

R<sup>10</sup> is H, C(=0)R<sup>17</sup>, C(=0)OR<sup>17</sup>;

C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with 0-1 R<sup>10a</sup>;

phenyl substituted with 0-4 R<sup>10b</sup>;

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>10b</sup>; or

5 to 6 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

Sb

ST

sulphur, wherein said 5 to 6 membered heterocycle is substituted with  $0-3~\mathrm{R}^{10\mathrm{b}};$ 

 $R^{10a}$  is selected from H,  $C_1$ - $C_4$  alkyl,  $OR^{14}$ , Cl, F, Br, I, =0, CN,  $NO_2$ ,  $NR^{15}R^{16}$ ,  $CF_3$ , or phenyl substituted with 0-4  $R^{10b}$ .

 $R^{10b}$ , at each occurrence, is independently selected from H, OH,  $C_1-C_4$  alkyl,  $C_1-C_3$  alkoxy, Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{15}R^{16}$ , or  $CR_3$ ;

R<sup>11</sup> is selected from H, C<sub>1</sub>-C<sub>4</sub> alkoxy, Cl, F, NR<sup>18</sup>R<sup>19</sup>, C(=0)R<sup>17</sup>, C(=0)OR<sup>17</sup>, CF<sub>3</sub>;

 $C_1$ - $C_6$  alkyl optionally substituted with 0-3  $R^{11a}$ ;  $C_6$ - $C_{10}$  aryl substituted with 0-3  $R^{11b}$ ;

 $C_3-C_6$  carbocycle substituted with 0-3  $R^{11b}$ ; or

- 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>11b</sup>;
- $R^{11a}$ , at each occurrence, is independently selected from H,  $C_1$ - $C_4$  alkyl,  $OR^{14}$ , F, =0,  $NR^{15}R^{16}$ ,  $CF_3$ , or phenyl substituted with 0-3  $R^{11b}$ ;
- $R^{11b}$ , at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ ,  $C_1-C_4$  alkyl,  $C_1-C_3$  alkoxy,  $C_1-C_2$  haloalkyl, and  $C_1-C_2$  haloalky;
- Z is  $C_1$ - $C_4$  alkyl substituted with 1-3  $R^{12}$ ;  $C_2$ - $C_4$  alkenyl substituted with 1-3  $R^{12}$ ;  $C_2$ - $C_4$  alkynyl substituted with 1-3  $R^{12}$ ;  $C_6$ - $C_{10}$  aryl substituted with 0-4  $R^{12b}$ ;  $C_3$ - $C_6$  carbocycle substituted with 0-4  $R^{12b}$ ; or

50h

ST

- to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>12b</sup>;
- $R^{12}$ , at each occurrence, is independently selected from  $C_6-C_{10}$  aryl substituted with 0-4  $R^{12b}$ ;  $C_3-C_6$  carbocycle substituted with 0-4  $R^{12b}$ ; or 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3  $R^{12b}$ ;
- $R^{12b}$ , at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ ,  $C_1-C_4$  alkyl,  $C_1-C_3$  alkoxy,  $C_1-C_2$  haloalkyl, and  $C_1-C_2$  haloalkoxy;
- $R^{13}$ , at each occurrence, is independently selected from H, OH,  $C_1$ - $C_6$  alkyl,  $C_1$ - $C_4$  alkoxy, Cl, F, Br, I, CN,  $NO_2$ ,  $NR^{15}R^{16}$ , and  $CF_3$
- $R^{14}$  is H, phenyl, benzyl,  $C_1 C_4$  alkyl, or  $C_2 C_4$  alkoxyalkyl;
- $R^{15}$ , at each occurrence, is independently selected from H,  $C_1-C_4$  alkyl, benzyl, phenethyl,  $(C_1-C_4$  alkyl)-C(=0)-, and  $(C_1-C_4$  alkyl)- $S(=0)_2$ -;
- $R^{16}$ , at each occurrence, is independently selected from H, OH,  $C_1$ - $C_4$  alkyl, benzyl, phenethyl,  $(C_1$ - $C_4$  alkyl)-C(=0)-, and  $(C_1$ - $C_4$  alkyl)-S(=0)<sub>2</sub>-;
- R<sup>17</sup> is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl, phenyl substituted by 0-3 R<sup>17a</sup>, or

Sh Sp

 $CH_2$ -phenyl substituted by 0-3  $R^{17a}$ ;

R<sup>17a</sup> is H, methyl, methoxy, -OH, F, Cl, CF<sub>3</sub>, or OCF<sub>3</sub>;

R<sup>18</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R<sup>19</sup>, at each occurrence, is independently selected from H, methyl, and ethyl;

provided, when  $R^{13}$  is H, then Z is butyl substituted with 1-3  $R^{12}$ ;  $C_2$ - $C_4$  alkenyl substituted with 1-3  $R^{12}$ ; or  $C_2$ - $C_4$  alkynyl substituted with 1-3  $R^{12}$ .

16. (Twice Amended) A compound according to Claim 14 of Formula (Ic):

$$H_2N$$
 $R^5$ 
 $H$ 
 $N$ 
 $Z$ 
 $R^{13}$ 
 $R^{13}$ 
 $R^{13}$ 

or a pharmaceutically acceptable salt thereof wherein

 $\mathbb{R}^3$  is  $\mathbb{R}^4$ .

 $R^4$  is  $C_1-C_4$  alkyl substituted with 0-1  $R^{4a}$ ,  $C_2-C_4$  alkenyl substituted with 0-1  $R^{4a}$ , or  $C_2-C_4$  alkynyl substituted with 0-1  $R^{4a}$ ;

Sb Sb

H, F, CF<sub>3</sub>,

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>4b</sup>,

phenyl substituted with 0-3 R<sup>4b</sup>, or

5 to 6 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

sulphur, wherein said 5 to 6 membered heterocycle

is substituted with 0-3 R<sup>4b</sup>; wherein said 5 to 6

membered heterocycle is selected from pyridinyl,

pyrimidinyl, triazinyl, furanyl, thienyl,

thiazolyl, pyrrolyl, piperazinyl, piperidinyl,

pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

 $R^{4b}$ , at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ , methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,  $C_1-C_2$  haloalkyl, and  $C_1-C_2$  haloalkoxy;

 $R^5$  is  $C_1$ - $C_4$  alkyl substituted with 0-1  $R^{5b}$ ;  $C_2$ - $C_4$  alkenyl substituted with 0-1  $R^{5b}$ ;  $C_2$ - $C_4$  alkynyl substituted with 0-1  $R^{5b}$ ;

 $R^{5b}$  is selected from: H, methyl, ethyl, propyl, butyl,  $CF_3$ ,  $OR^{14}$ , =0;

 $C_3-C_6$  carbocycle substituted with 0-2  $R^{5c}$ ;

phenyl substituted with 0-3  $R^{5c}$ ; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>5c</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl,

50b

58

pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

 $R^{5c}$ , at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ , methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,  $C_1-C_2$  haloalkyl, and  $C_1-C_2$  haloalkoxy;

R<sup>11</sup> is selected from
H, NR<sup>18</sup>R<sup>19</sup>, CF<sub>3</sub>;

C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with 0-1 R<sup>11a</sup>;
phenyl substituted with 0-3 R<sup>11b</sup>;

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>11b</sup>; or

5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle
is substituted with 0-3 R<sup>11b</sup>; wherein said 5 to 6
membered heterocycle is selected from pyridinyl,
pyrimidinyl, triazinyl, furanyl, thienyl,

 $R^{11a}$  is selected from H,  $C_1-C_4$  alkyl,  $OR^{14}$ , F, =0,  $NR^{15}R^{16}$ ,  $CF_3$ , or phenyl substituted with 0-3  $R^{11b}$ ;

thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, axazolyl, isoxazolyl, and

 $R^{11b}$ , at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ , methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,  $C_1$ - $C_2$  haloalkoxy;

Z is  $C_1-C_3$  alkyl substituted with 1-3  $R^{12}$ ;  $C_2-C_3$  alkenyl substituted with 1-3  $R^{12}$ ;  $C_2-C_3$  alkynyl substituted with 1-3  $R^{12}$ ;  $C_6-C_{10}$  aryl substituted with 0-4  $R^{12b}$ ;

tetrazolyl;

Sob Bi

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>12b</sup>; or 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>12b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

50b) 11

ST

- $R^{12}$ , at each occurrence is independently selected from  $C_6$ - $C_{10}$  aryl substituted with 0-4  $R^{12b}$ ;  $C_3$ - $C_6$  carbocycle substituted with 0-3  $R^{12b}$ ; or
  - 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>12b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;
- $R^{12b}$ , at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ , methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,  $C_1-C_2$  haloalkyl, and  $C_1-C_2$  haloalkoxy;
- $R^{13}$ , at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN,  $NR^{15}R^{16}$ , and  $CF_3$ ;
- R<sup>14</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R<sup>15</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

 $R^{16}$ , at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=0)-, ethyl-C(=0)-, methyl-S(=0)<sub>2</sub>-, and ethyl-S(=0)<sub>2</sub>-;

R<sup>18</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R<sup>19</sup>, at each occurrence, is independently selected from H, methyl, and ethyl;

provided, when  $R^{13}$  is H, then Z is  $C_2-C_3$  alkenyl substituted with 1-3  $R^{12}$ ; or  $C_2-C_3$  alkynyl substituted with 1-3  $R^{12}$ .

18. (Twice Amended) A compound according to Claim 14 of Formula (Ie):

$$H_2N$$
 $R^5$ 
 $H_2$ 
 $R^5$ 
 $H_3$ 
 $O$ 
 $O$ 
 $N$ 
 $Z$ 
 $R^{13}$ 
 $R^{13}$ 
 $R^{13}$ 
 $R^{13}$ 

or a pharmaceutically acceptable salt thereof wherein:

 $R^3$  is  $R^4$ ,

 $R^4$  is  $C_1-C_4$  alkyl substituted with 0-1  $R^{4a}$ ,  $C_2-C_4$  alkenyl substituted with 0-1  $R^{4a}$ , or

 $C_2$ - $C_4$  alkynyl substituted with 0-1  $R^{4a}$ ;

R<sup>4a</sup> is selected from

н, ғ, сът,

 $C_3-C_6$  carbocycle substituted with 0-3  $R^{4b}$ , phenyl substituted with 0-3  $R^{4b}$ , or

- 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R4b; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;
- $R^{4b}$ , at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ , Cf, acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ , methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,  $C_1-C_2$  haloalkyl, and  $C_1-C_2$  haloalkoxy;
- $R^5$  is  $C_1-C_4$  alkyl substituted with 0-1  $R^{5b}$ ;  $C_2-C_4$  alkenyl substituted with 0-1  $R^{5b}$ ;  $C_2-C_4$  alkynyl substituted with 0-1  $R^{5b}$ ;

 ${\bf R}^{\rm 5b}$  is selected from:

H, methyl, ethyl, propyl, butyl,  $CF_3$ ,  $OR^{14}$ , =0;  $C_3$ - $C_6$  carbocycle substituted with 0-2  $R^{5c}$ ; phenyl substituted with 0-3  $R^{5c}$ ; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>5c</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl,

thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

 $R^{5c}$ , at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ , nethyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,  $C_1-C_2$  haloalkyl, and  $C_1-C_2$  haloalkoxy;

R<sup>10</sup> is H, C(=0)R<sup>17</sup>, d(=0)OR<sup>17</sup>;

C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with 0-1 R<sup>10a</sup>;

phenyl substituted with 0-4 R<sup>10b</sup>;

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>10b</sup>; or

5 to 6 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle
is substituted with 1-3 R<sup>10b</sup>; wherein said 5 to 6

membered heterocycle is selected from pyridinyl,
pyrimidinyl, triazinyl furanyl, thienyl,
thiazolyl, pyrrolyl, piperazinyl, piperidinyl,
pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and
tetrazolyl;

 $R^{10a}$  is selected from H, methyl, ethyl, propyl, butyl,  $OR^{14}$ , Cl, F, =0,  $NR^{15}R^{16}$ ,  $CF_3$ , or phenyl substituted with 0-4  $R^{10b}$ ;

R<sup>10b</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, Cl, F, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

Z is  $C_1-C_3$  alkyl substituted with 1-3  $R^{12}$ ;  $C_2-C_3$  alkenyl substituted with 1-3  $R^{12}$ ;  $C_2-C_3$  alkynyl substituted with 1-3  $R^{12}$ ;  $C_6-C_{10}$  aryl substituted with 0-4  $R^{12b}$ ;

C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>12b</sup>; or 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>12b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>12</sup>, at each occurrence is independently selected from C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>;
C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>12b</sup>; or
5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 6 R<sup>12b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

 $R^{12b}$ , at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ , methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,  $C_1-C_2$  haloalkyl, and  $C_1-C_2$  haloalkoxy;

R<sup>13</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;

 $R^{14}$  is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

- R<sup>15</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;
- $R^{16}$ , at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl methyl-C(=0)-, ethyl-C(=0)-, methyl-S(=0)<sub>2</sub>-, and ethyl-S(=0)<sub>2</sub>-;
- R<sup>17</sup> is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl, phenyl substituted by 0-3 R<sup>17a</sup>, or -CH<sub>2</sub>-phenyl substituted by 0-3 R<sup>17a</sup>;
- $R^{17a}$  is H, methyl, methoxy, -OR, F, Cl,  $CF_3$ , or  $OCF_3$ ;
- R<sup>18</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and
- R<sup>19</sup>, at each occurrence, is independently selected from H, methyl, and ethyl;

provided, when  $R^{13}$  is H, then Z is  $C_2-C_3$  alkenyl substituted with 1-3  $R^{12}$ , or  $C_2-C_3$  alkynyl substituted with 1-3  $R^{12}$ .

20. (Thrice Amended) A compound according to one of Claims 16, 18, or 26 wherein:

Sp,

```
\forallrans-CH<sub>2</sub>CH=CH(CH<sub>3</sub>),
     -C=CH, -CH<sub>2</sub>C=CH, -CH<sub>2</sub>C=C(CH<sub>3</sub>),
    cyclopropyl-CH<sub>2</sub>-, cyclobutyl-CH<sub>2</sub>-, cyclopentyl-CH<sub>2</sub>-,
    cyclohexyl-CH<sub>2</sub>-, cyclopropyl-CH<sub>2</sub>CH<sub>2</sub>-,
    cyclobutyl-CH2CH2-, cyclopentyl-CH2CH2-,
    cyclohexx1-CH2CH2-, phenyl-CH2-,
     (2-F-phenyl)CH_2-, (3-F-phenyl)CH_2-, (4-F-phenyl)CH_2-,
     (2-Cl-pheny1)CH_2-, (3-Cl-pheny1)CH_2-, (4-Cl-pheny1)CH_2-,
     (2,3-diF-pheny1)CH<sub>2</sub>-, (2,4-diF-pheny1)CH<sub>2</sub>-,
     (2,5-diF-pheny) CH<sub>2</sub>-, (2,6-diF-pheny) CH<sub>2</sub>-,
     (3,4-diF-phenyl)CH<sub>2</sub>-, (3,5-diF-phenyl)CH<sub>2</sub>-,
     (2,3-diCl-phenyl) \dot{C}_{H_2}-, (2,4-diCl-phenyl) CH_2-,
     (2,5-diCl-phenyl)CH<sub>2</sub>-, (2,6-diCl-phenyl)CH<sub>2</sub>-,
    (3,4-diCl-phenyl)CH<sub>2</sub> \ (3,5-diCl-phenyl)CH<sub>2</sub>-,
    (3-F-4-Cl-phenyl)CH<sub>2</sub>-, (3-F-5-Cl-phenyl)CH<sub>2</sub>-,
    (3-C1-4-F-phenyl)CH_2-, phenyl-CH_2CH_2-,
    (2-F-pheny1)CH<sub>2</sub>CH<sub>2</sub>-, (3-F\pheny1)CH<sub>2</sub>CH<sub>2</sub>-,
    (4-F-phenyl)CH_2CH_2-, (2-Cl\phenyl)CH_2CH_2-,
    (3-C1-pheny1)CH<sub>2</sub>CH<sub>2</sub>-, (4-C1\pheny1)CH<sub>2</sub>CH<sub>2</sub>-,
    (2,3-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,4-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
    (2,5-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,6-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
    (3,4-diF-pheny1)CH<sub>2</sub>CH<sub>2</sub>-, (3,5-d)F-pheny1)CH<sub>2</sub>CH<sub>2</sub>-,
    (2,3-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,4-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
    (2,5-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,6-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
    (3, 4-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3, 5-diCl\phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
    (3-F-4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, or <math>(3-F-5-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
R^5 is -CH_3, -CH_2CH_3, -CH_2CH_2CH_3, -CH(CH_3)_2\ -CH_2CH_2CH_2CH_3,
    -CH(CH_3)CH_2CH_3, -CH_2CH(CH_3)_2, -CH_2C(CH_3)_3
    -CH_2CH_2CH_2CH_3, -CH(CH_3)CH_2CH_2CH_3, -CH_2CH_4(CH_3)CH_2CH_3,
    -CH_2CH_2CH(CH_3)_2, -CH(CH_2CH_3)_2, -CH_2CF_3, -CH_2CF_3,
    -CH_2CH_2CH_2CF_3, -CH_2CH_2CH_2CF_3, -CH=CH_2, -C\dot{H}_2CH=CH_2,
    -CH=CHCH<sub>3</sub>, cis-CH<sub>2</sub>CH=CH(CH<sub>3</sub>), trans-CH<sub>2</sub>CH=CH(CH_3),
    trans-CH<sub>2</sub>CH=CH(C<sub>6</sub>H<sub>5</sub>), -CH<sub>2</sub>CH=C(CH<sub>3</sub>)<sub>2</sub>, cis-CH<sub>2</sub>CH=CHCH<sub>2</sub>CH<sub>3</sub>,
    trans-CH<sub>2</sub>CH=CHCH<sub>2</sub>CH<sub>3</sub>, cis-CH<sub>2</sub>CH<sub>2</sub>CH=CH(CH<sub>3</sub>),
```

Silo Silo

```
\forallrans-CH<sub>2</sub>CH<sub>2</sub>CH=CH(CH<sub>3</sub>), trans-CH<sub>2</sub>CH=CHCH<sub>2</sub>(C<sub>6</sub>H<sub>5</sub>),
   -C = CH_1, -CH_2C = CH_2, -CH_2C = C(CH_3), -CH_2C = C(C_6H_5),
   -CH_2CH_2C\equiv CH, -CH_2CH_2C\equiv C(CH_3), -CH_2CH_2C\equiv C(C_6H_5),
   cyclopropyl-CH<sub>2</sub>-, cyclobutyl-CH<sub>2</sub>-, cyclopentyl-CH<sub>2</sub>-,
   cyclohexyl-CH<sub>2</sub>-, (2-CH<sub>3</sub>-cyclopropyl)CH<sub>2</sub>-,
   (3-CH_3-c)clobutyl)CH<sub>2</sub>-,
   cyclopropyl-CH<sub>2</sub>CH<sub>2</sub>-, cyclobutyl-CH<sub>2</sub>CH<sub>2</sub>-,
   cyclopentyl\CH2CH2-, cyclohexyl-CH2CH2-,
   (2-CH_3-cyclopropyl)CH_2CH_2-, (3-CH_3-cyclobutyl)CH_2CH_2-,
   phenyl-CH<sub>2</sub>-, (2-F-phenyl)CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>-,
   (4-F-phenyl)CH_2 - furanyl-CH_2-, thienyl-CH_2-,
   pyridyl-CH<sub>2</sub>-, 1-inidazolyl-CH<sub>2</sub>-, oxazolyl-CH<sub>2</sub>-,
   isoxazolyl-CH<sub>2</sub>-,
   phenyl-CH_2CH_2-, (2-F\phenyl)CH_2CH_2-, (3-F-phenyl)CH_2CH_2-,
   (4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, Kuranyl-CH<sub>2</sub>CH<sub>2</sub>-, thienyl-CH<sub>2</sub>CH<sub>2</sub>-,
   pyridyl-CH<sub>2</sub>CH<sub>2</sub>-, 1-imidazolyl-CH<sub>2</sub>CH<sub>2</sub>-, oxazolyl-CH<sub>2</sub>CH<sub>2</sub>-,
   isoxazolyl-CH<sub>2</sub>CH<sub>2</sub>-;
Z is phenyl, 2-F-phenyl, 3-F\phenyl, 4-F-phenyl,
   2-Cl-phenyl, 3-Cl-phenyl, 4\Cl-phenyl, 2,3-diF-phenyl,
   2,4-dif-phenyl, 2,5-dif-phenyl, 2,6-dif-phenyl,
   3,4-diF-phenyl, 3,5-diF-phenyl, 2,3-diCl-phenyl,
   2,4-diCl-phenyl, 2,5-diCl-phenyl, 2,6-diCl-phenyl,
   3,4-diCl-phenyl, 3,5-diCl-phenyl 3-F-4-Cl-phenyl,
   3-MeO-phenyl, 4-MeO-phenyl, 2-Me-phenyl, 3-Me-phenyl,
   4-Me-phenyl, 2-MeS-phenyl, 3-MeS-phenyl, 4-MeS-phenyl,
   2-CF<sub>3</sub>O-phenyl, 3-CF<sub>3</sub>O-phenyl, 4-CF<sub>3</sub>O-phenyl,
   furanyl, thienyl, pyridyl, 2-Me-pyridyl, 3-Me-pyridyl,
      4-Me-pyridyl, 1-imidazolyl, oxazolyl\(\) isoxazolyl,
   cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl,
      N-piperidinyl,
  phenyl-CH<sub>2</sub>-, (2-F-phenyl)CH<sub>2</sub>-, (3-F-phenyl)CH<sub>2</sub>-,
  (4-F-phenyl)CH<sub>2</sub>-, (2-Cl-phenyl)CH<sub>2</sub>-, (3-Cl-phenyl)CH<sub>2</sub>-,
         (4-Cl-phenyl)CH<sub>2</sub>-, (2,3-diF-phenyl)CH<sub>2</sub>-,
```

ط ں ک اور

Cro

```
(2,4-diF-phenyl)CH<sub>2</sub>-, (2,5-diF-phenyl)CH<sub>2</sub>-,
 (2,6\dif-phenyl)CH_2-, (3,4-dif-phenyl)CH_2-,
 (3,5-diF-phenyl)CH<sub>2</sub>-, (2,3-diCl-phenyl)CH<sub>2</sub>-,
 (2,4-diCl-phenyl)CH<sub>2</sub>-, (2,5-diCl-phenyl)CH<sub>2</sub>-,
 (2,6-diCl\phenyl)CH<sub>2</sub>-, (3,4-diCl-phenyl)CH<sub>2</sub>-,
 (3,5-diCl-phenyl)CH<sub>2</sub>-, (3-F-4-Cl-phenyl)CH<sub>2</sub>-,
(3-F-5-Cl-pheny1)CH_2-, (3-Cl-4-F-pheny1)CH_2-,
(2-MeO-phenyl)CH<sub>2</sub>-, (3-MeO-phenyl)CH<sub>2</sub>-,
(4-MeO-pheny1)CN<sub>2</sub>-, (2-Me-pheny1)CH<sub>2</sub>-,
(3-Me-pheny1)CH_2 - (4-Me-pheny1)CH_2 -
(2-MeS-pheny1)CH_2-\lambda (3-MeS-pheny1)CH_2-,
\underline{\mathbf{1}}4-MeS-phenyl)CH<sub>2</sub>-,(2-CF<sub>3</sub>O-phenyl)CH<sub>2</sub>-,
(3-CF_3O-phenyl)CH_2-, (4-CF_3O-phenyl)CH_2-,
(furanyl)CH_2-, (thienyl)CH_2-, (pyridyl)CH_2-,
(2-Me-pyridy1)CH_2-, (3-Me-pyridy1)CH_2-,
(4-Me-pyridy1)CH<sub>2</sub>-, (1-imidazoly1)CH<sub>2</sub>-,
(oxazolyl)CH_2-, (isoxazolyl)CH_2-,
(cyclopropy1)CH2-, (cyclobuty1)CH2-, (cyclopenty1)CH2-,
(cyclohexyl)CH<sub>2</sub>-, (N-piperidinyl)CH<sub>2</sub>-,
phenyl-CH<sub>2</sub>CH<sub>2</sub>-, (phenyl)<sub>2</sub>CHCH<sub>2</sub>-\setminus (2-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
(3-F-pheny1)CH<sub>2</sub>CH<sub>2</sub>-, (4-F-pheny1)CH<sub>2</sub>CH<sub>2</sub>-,
(2-C1-pheny1)CH_2CH_2-, (3-C1-pheny1)CH_2CH_2-,
(4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,3-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
(2,4-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,5-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
(2,6-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3,4-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
(3,5-diF-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2,3-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
(2, 4-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2, 5-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
(2,6-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3,4-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
(3,5-diCl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, <math>(3-F-4-Cl-pheny1)CH<sub>2</sub>CH<sub>2</sub>-,
(3-F-5-C1-pheny1)CH<sub>2</sub>CH<sub>2</sub>-, <math>(3-C1-4-F-pheny1)CH<sub>2</sub>CH<sub>2</sub>-,
(2-MeO-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-MeO-phenyl)CH<sub>2</sub>CH<sub>2</sub>-
(4-MeO-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (2-Me-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
(3-Me-phenyl)CH<sub>2</sub>CH<sub>2</sub>-, (4-Me-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
(2-MeS-pheny1)CH<sub>2</sub>CH<sub>2</sub>-, (3-MeS-pheny1)CH<sub>2</sub>CH<sub>2</sub>-,
```

5 Jb 101

CIO

```
(4-\text{MeS-phenyl}) CH_2CH_2-, (2-CF_3O-\text{phenyl}) CH_2CH_2-,
    (3-CF_3O-pheny1)CH_2CH_2-, (4-CF_3O-pheny1)CH_2CH_2-,
       (furanyl)CH2CH2-, (thienyl)CH2CH2-, (pyridyl)CH2CH2-,
    (2-Me-pyridyl)CH<sub>2</sub>CH<sub>2</sub>-, (3-Me-pyridyl)CH<sub>2</sub>CH<sub>2</sub>-,
    (4-Me-pyridyl)CH<sub>2</sub>CH<sub>2</sub>-, (imidazolyl)CH<sub>2</sub>CH<sub>2</sub>-,
       (oxazolyl) CH2CH2-, (isoxazolyl) CH2CH2-,
       (cyclopropyl)CH2CH2-, (cyclobutyl)CH2CH2-,
       (cyclopentyl)CH_2CH_2-, (cyclohexyl)CH_2CH_2-, or
       (N-piperidinyl) CH2CH2-;
R<sup>10</sup> is H, methyl, ethyl, phenyl, benzyl, phenethyl,
   4-F-phenyl, (4-F-phenyl)CH<sub>2</sub>-, (4-F-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
   4-Cl-phenyl, (4-Cl-phenyl)CH<sub>2</sub>-, <math>(4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
   4-CH_3-phenyl, (4-CH_3-phenyl)CH_2-, (4-CH_3-phenyl)CH_2CH_2-,
   4-CF_3-phenyl, (4-CF_3-phenyl)\C H_2-, or
   (4-CF_3-phenyl)CH_2CH_2-;
R<sup>11</sup>, at each occurrence, is independently selected from
   H, methyl, ethyl, phenyl, benzyl, phenethyl,
   4-F-phenyl, (4-F-phenyl)CH_2-, (4-F-phenyl)CH_2CH_2-,
   3-F-phenyl, (3-F-phenyl)CH_2-, (3-F-phenyl)CH_2CH_2-,
   2-F-phenyl, (2-F-phenyl)CH_2-, (2-F-phenyl)CH_2CH_2-,
   4-Cl-phenyl, (4-Cl-phenyl)CH<sub>2</sub>-, <math>(4-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
   3-Cl-phenyl, (3-Cl-phenyl)CH<sub>2</sub>-, <math>(3-Cl-phenyl)CH<sub>2</sub>CH<sub>2</sub>-,
   4-CH_3-phenyl, (4-CH_3-phenyl)CH_2-, (4-CH_3-phenyl)CH_2CH_2-,
   3-CH_3-phenyl, (3-CH_3-phenyl)CH_2-, (3-CH_3-phenyl)CH_2CH_2-,
   4-CF_3-phenyl, (4-CF_3-phenyl)CH_2-, (4-CF_3-phenyl)CH_2CH_2-,
   pyrid-2-yl, pyrid-3-yl, or pyrid-4-yl, and
R<sup>13</sup>, at each occurrence, is independently selected\from
   H, F, C1, OH, -CH_3, -CH_2CH_3, -OCH_3, or -CF_3.
```

50 b

22. A pharmaceutical composition comprising a compound of Claim 1 and a pharmaceutically acceptable carrier.

Stub

- 23. (Twice Amended) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 1.
- 25. A compound according to Claim 4 of Formula (Ig):

$$H_2N$$
 $R^5$ 
 $H$ 
 $N$ 
 $R^{10}$ 
 $R^{13}$ 
 $R^{13}$ 

or a pharmaceutically acceptable salt thereof wherein:

500

 $\mathbb{R}^3$  is  $\mathbb{R}^4$ ,

 $R^4$  is  $C_1-C_4$  alkyl substituted with 0-1  $R^{4a}$ ,  $C_2-C_4$  alkenyl substituted with 0-1  $R^{4a}$ , or  $C_2-C_4$  alkynyl substituted with 0-1  $R^{4a}$ ;

 ${\bf R^{4a}},$  at each occurrence, is independently selected from H, F,  ${\bf CF_3},$ 

 $C_3-C_6$  carbocycle substituted with 0-3  $R^{4b}$ , phenyl substituted with 0-3  $R^{4b}$ , or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R4b; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R<sup>4b</sup>, at each occurrence, is independently selected from H, OH, Cl, F, NR<sup>15</sup>R<sup>16</sup>, CF<sub>3</sub>, acetyl, SCH<sub>3</sub>, S(=0)CH<sub>3</sub>, S(=0)<sub>2</sub>CH<sub>3</sub>, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,  $C_1$ - $C_2$  haloalkyl, and  $C_1$ - $C_2$  haloalkoxy;

 $R^5$  is  $C_1-C_4$  alkyl substituted with 0-1  $R^{5b}$ ;  $C_2-C_4$  alkenyl substituted with 0-1  $R^{5b}$ ;  $C_2-C_4$  alkynyl substituted with 0-1  $R^{5b}$ ;

 $R^{5b}$  is selected from: H, methyl, ethyl, propyl, butyl,  $CF_3$ ,  $OR^{14}$ , =0;  $C_3$ - $C_6$  carbocycle substituted with 0-2  $R^{5c}$ ; phenyl substituted with 0-3  $R^{5c}$ ; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>5c</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

 $R^{5c}$ , at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ , methyl, ethyl, propyl butyl, methoxy, ethoxy, propoxy,  $C_1-C_2$  haloalkyl, and  $C_1-C_2$  haloalkoxy;

 $R^{10}$  is H,  $C(=0)R^{17}$ ,  $C(=0)OR^{17}$ ;  $C_1-C_4$  alkyl optionally substituted with 0-1  $R^{10a}$ ; phenyl substituted with 0-4  $R^{10b}$ ;  $C_3-C_6$  carbocycle substituted with 0-3  $R^{10b}$ ; or 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and

sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>10b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

- $R^{10a}$  is selected from H, methyl, ethyl, propyl, butyl,  $OR^{14}$ , Cl, F, =0,  $NR^{15}R^{16}$ ,  $CF_3$ , or phenyl substituted with 0-4  $R^{10b}$ ;
- $R^{10b}$ , at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, Cl, F,  $NR^{15}R^{16}$ , and  $CF_3$ ;
- Z is H;  $C_1-C_4 \text{ alkyl substituted with } 0-3 \text{ R}^{12a};$   $C_2-C_4 \text{ alkenyl substituted with } 0-3 \text{ R}^{12a}; \text{ or }$   $C_2-C_4 \text{ alkynyl substituted with } 0-3 \text{ R}^{12a};$
- $R^{12a}$ , at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ , methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,  $C_1-C_2$  haloalkyl and  $C_1-C_2$  haloalkoxy;
- $R^{13}$ , at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN,  $NR^{15}R^{16}$ , and  $CF_3$ ;
- $R^{14}$  is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;
- R<sup>15</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

R<sup>16</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=0)-, ethyl-C(=0)-, methyl-S(=0)<sub>2</sub>-, and ethyl-S(=0)<sub>2</sub>-;

R<sup>17</sup> is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl, phenyl substituted by 0-3 R<sup>17a</sup>, or -CH<sub>2</sub>-phenyl substituted by 0-3 R<sup>17a</sup>;

 $R^{17a}$  is H, methyl, methoxy, -OH, F, Cl, CF<sub>3</sub>, or OCF<sub>3</sub>;

R<sup>18</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R<sup>19</sup>, at each occurrence, is independently selected from H, methyl, and ethyl.

26. A compound according to Claim 14 of Formula (Ig):

$$H_2N$$
 $R^5$ 
 $H$ 
 $N$ 
 $Z$ 
 $R^{13}$ 
 $R^{13}$ 

or a pharmaceutically acceptable salt thereof wherein:

 $R^3$  is  $R^4$ ,

 $R^4$  is  $C_1$ - $C_4$  alkyl substituted with 0-1  $R^{4a}$ ,  $C_2$ - $C_4$  alkenyl substituted with 0-1  $R^{4a}$ , or  $C_2$ - $C_4$  alkynyl substituted with 0-1  $R^{4a}$ ;

Raa is selected from H, F, CF<sub>3</sub>,

 $C_3$ - $C_6$  carbocycle substituted with 0-3  $R^{4b}$ ,

phenyl substituted with 0-3 R4b, or

- 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R4b; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;
- $R^{4b}$ , at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{10}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ , methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,  $C_1-C_2$  haloalkyl, and  $C_1-C_2$  haloalkoxy;
- $R^5$  is  $C_1$ - $C_4$  alkyl substituted with 0-1  $R^{5b}$ ;  $C_2$ - $C_4$  alkenyl substituted with 0-1  $R^{5b}$ ;  $C_2$ - $C_4$  alkynyl substituted with 0-1  $R^{5b}$ ;

 $R^{5b}$  is selected from:

H, methyl, ethyl, propyl, butyl,  $CF_3$ ,  $OR^{14}$ , =0;  $C_3$ - $C_6$  carbocycle substituted with 0-2  $R^{5c}$ ; phenyl substituted with 0-3  $R^{5c}$ ; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>5c</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl,

> pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

- $R^{5c}$ , at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ , methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,  $C_1-C_2$  haloalkyl, and  $C_1-C_2$  haloalkoxy;
- R<sup>10</sup> is H, C(=0)R<sup>17</sup>, C(=0)OR<sup>17</sup>;

  C<sub>1</sub>-C<sub>4</sub> alkyl optionally substituted with 0-1 R<sup>10a</sup>;

  phenyl substituted with 0-4 R<sup>10b</sup>;

  C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>10b</sup>; or

  5 to 6 membered heterocycle containing 1 to 4

  heteroatoms selected from nitrogen, oxygen, and
  sulphur, wherein said 5 to 6 membered heterocycle
  is substituted with 0-3 R<sup>10b</sup>; wherein said 5 to 6

  membered heterocycle is selected from pyridinyl,
  pyrimidinyl, triazinyl, furanyl, thienyl,
  thiazolyl, pyrrolyl, piperazinyl, piperidinyl,
  pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and
  tetrazolyl;
- $R^{10a}$  is selected from H, methyl, ethyl, propyl, butyl,  $OR^{14}$ , Cl, F, =0,  $NR^{15}R^{16}$ ,  $CF_3$ , or phenyl substituted with 0-4  $R^{10b}$ :
- $R^{10b}$ , at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, Cl, F,  $NR^{15}R^{16}$ , and  $CF_3$ ;
- Z is  $C_1$ - $C_3$  alkyl substituted with 1-3  $R^{12}$ ;  $C_2$ - $C_3$  alkenyl substituted with 1-3  $R^{12}$ ;  $C_2$ - $C_3$  alkynyl substituted with 1-3  $R^{12}$ ;  $C_6$ - $C_{10}$  aryl substituted with 0-4  $R^{12b}$ ;  $C_3$ - $C_6$  carbocycle substituted with 0-3  $R^{12b}$ ; or

- 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>12b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;
- R<sup>12</sup>, at each occurrence, is independently selected from C<sub>6</sub>-C<sub>10</sub> aryl substituted with 0-4 R<sup>12b</sup>; C<sub>3</sub>-C<sub>6</sub> carbocycle substituted with 0-3 R<sup>12b</sup>; or 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R<sup>12b</sup>; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;
- $R^{12b}$ , at each occurrence, is independently selected from H, OH, Cl, F,  $NR^{15}R^{16}$ ,  $CF_3$ , acetyl,  $SCH_3$ ,  $S(=0)CH_3$ ,  $S(=0)_2CH_3$ , methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,  $C_1-C_2$  haloalkyl, and  $C_1-C_2$  haloalkoxy;
- R<sup>13</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl methoxy, ethoxy, Cl, F, Br, CN, NR<sup>15</sup>R<sup>16</sup>, and CF<sub>3</sub>;
- R<sup>14</sup> is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

- rR<sup>15</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;
- R<sup>16</sup>, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=0)-, ethyl-C(=0)-, methyl-S(=0)<sub>2</sub>-, and ethyl-S(=0)<sub>2</sub>-;
- R<sup>17</sup> is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl, phenyl substituted by 0-3 R<sup>17a</sup>, or -CH<sub>2</sub>-phenyl substituted by 0-3 R<sup>17a</sup>;

 $R^{17a}$  is H, methyl, methoxy, -OH, F, Cl, CF<sub>3</sub>, or OCF<sub>3</sub>;

- R<sup>18</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and
- R<sup>19</sup>, at each occurrence, is independently selected from H, methyl, and ethyl;

provided, when  $R^{13}$  is H, then Z is  $C_2$ - $C_3$  alkenyl substituted with 1-3  $R^{12}$ ; or  $C_2$ - $C_3$  alkynyl substituted with 1-3  $R^{12}$ .

- 27. (NEW) A pharmaceutical composition comprising a compound according to Claim 2 and a pharmaceutically acceptable carrier.
- 28. (NEW) A pharmaceutical composition comprising a compound according to Claim 3 and a pharmaceutically acceptable carrier.

PI

CHE

50h

- 29. (NEW) A pharmaceutical composition comprising a compound according to Claim 4 and a pharmaceutically acceptable carrier.
- **30.** (NEW) A pharmaceutical composition comprising a compound according to Claim 6 and a pharmaceutically acceptable carrier.
- 31. (NEW) A pharmaceutical composition comprising a compound according to Claim 8 and a pharmaceutically acceptable carrier.

CH

**32.** (NEW) A pharmaceutical composition comprising a compound according to Claim 10 and a pharmaceutically acceptable carrier.

509

- 33. (NEW) A pharmaceutical composition comprising a compound according to Claim 11 and a pharmaceutically acceptable carrier.
- 34. (NEW) A pharmaceutical composition comprising a compound according to Claim 12 and a pharmaceutically acceptable carrier.
- **35.** (NEW) A pharmaceutical composition comprising a compound according to Claim 13 and a pharmaceutically acceptable carrier.

- **36.** (NEW) A pharmaceutical composition comprising a compound according to Claim 14 and a pharmaceutically acceptable carrier.
- 37. (NEW) A pharmaceutical composition comprising a compound according to Claim 16 and a pharmaceutically acceptable carrier.

- (NEW) A pharmaceut dal composition comprising a 38. compound according to d aim 18 and a pharmaceutically acceptable carrier.
- 39. (NEW) A pharmaceutical composition comprising a compound according to Claim 20 and a pharmaceutically acceptable carrier.
- (NEW) A pharmaceutical composition comprising a compound according to Claim 25 and a pharmaceutically acceptable carrier.
- (NEW) A pharmaceutical composition comprising a 41. compound according to Claim 26 and a pharmaceutically acceptable carrier.
- 42. (New) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 2.
- 43. (New) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 3.
- 44. (New) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 4.
- 45. (New) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such

Sub

50h

treatment a therapeutically effective amount of a compound of Claim 6.

- **46.** (New) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 8.
- **47.** (New) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 10.

(Sib

- **48.** (New) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 11.
- **49.** (New) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 12.
- 50. (New) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 13.

ط ں ک hi

- **51.** (New) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 14.
- 52. (New) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such

500

treatment a therapeutically effective amount of a compound of Claim 16.

53. (New) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 18.

CH

**54.** (New) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 20.

- **55.** (New) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 25.
- **56.** (New) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 26.